

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

|                                     |                                 |
|-------------------------------------|---------------------------------|
| <b>In re:</b>                       | <b>§ Case No. 05-21207</b>      |
| <b>ASARCO LLC, <i>et al.</i>,</b>   | <b>§ Chapter 11</b>             |
| <b>Debtors.</b>                     | <b>§ (Jointly Administered)</b> |
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| <b>ASARCO LLC,</b>                  | <b>§</b>                        |
| <b>Plaintiff,</b>                   | <b>§</b>                        |
| <b>v.</b>                           | <b>§ Adversary No. 07-02009</b> |
| <b>AMERICAS MINING CORPORATION,</b> | <b>§</b>                        |
| <b>Defendant.</b>                   | <b>§</b>                        |
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**ORDER RESTRICTING TRANSFER OF SHARES OF SOUTHERN COPPER  
CORPORATION BY AMERICAS MINING CORPORATION**

WHEREAS, on February 2, 2007, ASARCO LLC filed a Complaint to Avoid and Recover Fraudulent Transfer against Americas Mining Corporation (“AMC”) seeking, *inter alia*, to avoid a purported fraudulent transfer of ASARCO LLC’s ownership interest in Southern Peru Copper Corporation, now known as Southern Copper Corporation (“SCC”); and

WHEREAS, on February 6, 2007, ASARCO LLC filed an Emergency Motion for Temporary Restraining Order and Preliminary Injunction seeking “to prevent AMC from further transferring the SCC shares or taking any other action that would interfere with ASARCO [LLC]’s ability to recover the stock from AMC” (the “Emergency Motion”); and

WHEREAS, although AMC believes that ASARCO LLC is not entitled to the relief sought in the Emergency Motion, in the interest of efficiency and judicial economy, AMC wishes, at this time, to avoid litigating whether ASARCO LLC is entitled to a temporary restraining order under the circumstances set forth in the Emergency Motion.

IT IS HEREBY ORDERED that, pursuant to the consent of AMC, AMC, its officers, agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise (together, the "AMC Parties") shall not transfer, sell, exchange, otherwise dispose of, or encumber any interest AMC has in 54.2% of the shares of SCC from the date hereof through March 26, 2007 (the "Non-Transferability Period"); and

IT IS FURTHER ORDERED that, AMC shall advise counsel for ASARCO LLC on Monday, February 12, 2007, whether AMC currently owns at least 54.2% of the shares of SCC, and if AMC does not own at least that amount, AMC shall advise what amount it does own, and if it owned any shares of SCC that it no longer owns, AMC shall advise ASARCO LLC's counsel to whom AMC transferred ownership.

IT IS FURTHER ORDERED that, during the Non-Transferability Period pursuant to the consent of AMC, the AMC Parties shall not remove any of AMC's shares of SCC from the United States if removal of those shares would leave AMC with less shares of SCC in the United States than that which would be equivalent to a 54.2% ownership interest in SCC from the date hereof; and

IT IS FURTHER ORDERED that, on or before March 19, 2007, AMC shall advise the Court and the parties whether it will consent to a further extension of the Non-Transferability Period or whether it wishes to proceed with a preliminary injunction hearing in connection with the Emergency Motion; and

IT IS FURTHER ORDERED that, if AMC wishes to proceed with a hearing on a preliminary injunction in respect to ASARCO LLC's request for a preliminary injunction, as set forth in the Emergency Motion, such hearing shall begin at such time as the Court orders; and

IT IS FURTHER ORDERED that if AMC wishes to proceed with such a hearing, the Non-Transferability Period will be automatically extended until entry of an order of this Court upon the merits of such preliminary injunction or further order of this Court regarding this Order; and

IT IS FURTHER ORDERED that if AMC wishes to proceed with such a hearing, ASARCO LLC shall retain the burden of establishing its entitlement to the relief sought in the Emergency Motion at any such hearing; and

IT IS FURTHER ORDERED, that AMC's consent to entry of this Order shall not be used in any further proceeding except a proceeding concerning enforcement of this Order.

February 7, 2007

Dated: February 7, 2007.



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Richard S. Schmidt  
United States Bankruptcy Judge

AGREED:

ASARCO LLC

/s/ Shelby A. Jordan  
Shelby A. Jordan

AMERICAS MINING CORPORATION

/s/ Charles A. Beckham, Jr.  
Charles A. Beckham, Jr.